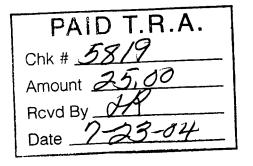
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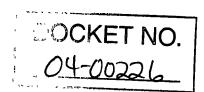
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July 20, 2004

Pat Miller, Chairman c/o Sharla Dillon, Docket Manager Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, TN 37243-0505



Re: Transfer of Control, QuantumShift Communications, Inc. (CPCN no. 99-00677)

Dear Ms Miller:

VCOM Solutions, Inc. ("VCOM") and QuantumShift Communications, Inc. ("QuantumShift") hereby file formal notification of VCOM's acquisition of a 100% interest in the issued and outstanding stock of QuantumShift as of May 28, 2004

VCOM is a California corporation, providing communications management services to small-and medium-sized businesses in California. QuantumShift is a competitive telecommunications carrier, certificated in 47 states and the District of Columbia. In Tennessee, QuantumShift holds license number 99-00677.

VCOM's acquisition will infuse QuantumShift with significant additional financial and technological resources, permitting QuantumShift to continue to provide the comprehensive and competitive telecommunication services that its customers have come to expect. As a stock transaction resulting in no change to QuantumShift's corporate form, the acquisition is transparent to QuantumShift's subscribers. Under the terms of the transaction, QuantumShift will continue to operate, under its own license and pursuant to its existing tariffs and contracts, as a wholly-owned subsidiary of VCOM.

While the transaction requires that several executive-level VCOM personnel assume similar roles in its new subsidiary, management and day-to-day control of the services provided by QuantumShift will remain in the same capable hands, with only minor adjustments Contact information for QuantumShift will change as follows.

Miami West Palm Beach Tallahassee Naples Key West Buenos Aires Caracas London Rio de Janeiro Santo Domingo São Paulo

July 20, 2004 Page 2

QuantumShift Communications, Inc.

Attn: Ms. Jenna Brown

12647 Alcosta Boulevard, Suite 470

San Ramon, CA 94583

Ph: 415-209-7044 Fax: 877-712-6792

Email: jbrown@quantumshift com

Due to the practical complexities of the acquisition itself and additional circumstances beyond their control, QuantumShift and VCOM were previously unable to properly request authorization for the recently-completed transfer of control. However, counsel for VCOM has communicated with Tennessee Regulatory Authority staff member David McClanahan and has discussed both the ramifications of VCOM's and QuantumShift's conduct and the appropriate procedure for rectifying any technical violation that may have occurred. Please be advised that counsel for VCOM is in the process of complying with all applicable procedures required to bring VCOM and QuantumShift into compliance. You should expect the appropriate documents to be filed in the near future

VCOM's desire is not only to fully comply with Tennessee's substantive and procedural rules and regulations, but also to do so in as timely and efficient a manner as possible VCOM and QuantumShift recognize that cooperation and communication are the keys to achieving this goal. Therefore, please feel free to address and questions or concerns regarding this notification to the undersigned counsel.

Best regards,

Patrick J. O'Connor

PJO:rp

Copy to: Mr Gary Storm

Mr. Sameer Hilal Ms Jenna Brown